

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W.R. GRACE & CO., <i>et al.</i> ,) Case No. 01-1139 (JKF)
)
Debtors.) Jointly Administered
)

**CERTIFICATION OF COUNSEL REGARDING CASE MANAGEMENT ORDER
RELATED TO THE FIRST AMENDED JOINT PLAN OF REORGANIZATION**

The undersigned counsel certifies that:

1. On November 24, 2008, the Debtors requested the Court approve a case management order ("CMO") which addresses the deadlines and hearings with respect to confirmation of the First Amended Joint Plan of Reorganization, as amended (the "Plan"), jointly submitted by the Debtors together with the Official Committee of Asbestos Personal Injury Claimants, the Official Committee of Equity Security Holders, and the Asbestos PI Future Claimants' Representative (collectively the "Plan Proponents").
2. On November 24, 2008, the Court heard arguments and objections from numerous parties with respect to the Debtors proposed CMO and made rulings with respect to those arguments and objections.
3. On Monday, December 1, 2008, the Debtors circulated a revised CMO which the Debtors' believed accurately reflected the Court's rulings to all interested parties and asked such parties to provide the Debtors with comments to the revised CMO by no later than close of business on Tuesday December 2, 2008. The Debtors received numerous minor comments from several parties with respect to the revised CMO. As a result of those comments, the Debtors further revised the CMO.

4. The only significant comments that the Debtors did not incorporate into the revised CMO, were two comments from certain of its insurers whereby such insurers were requesting insertion of: (i) a clause indicating that the insurers objected to the CMO, and (ii) a paragraph ordering the Debtors to produce overly broad and voluminous discovery to the insurers by a date certain and tying certain CMO deadlines to that production. The Debtors did not add these two comments because the first was unnecessary and the second was inappropriate, overreached and was a new matter not previously raised with the Court at the hearing.

5. The Debtors believe that the revised CMO attached hereto as Exhibit A accurately reflects the rulings of the Court and is agreeable to all parties in interest other than the insurers. The Debtors attach as Exhibit B a blackline of the revised CMO which compares it to the version provided to the Court and the parties on November 24, 2008 and which was addressed by the Court on November 24, 2008.

[Remainder of page intentionally left blank]

6. The Debtors request entry of the attached revised CMO.

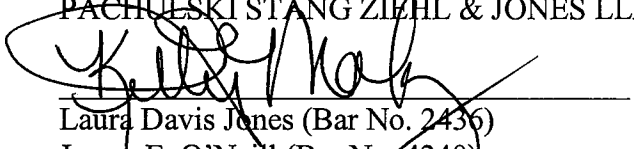
Dated: December 3, 2008

Respectfully submitted,

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